TRANSFER TAX PAID

44-102

QUITCLAIM DEED WITH COVENANT

ATL HOLDINGS LLC, formerly known as Atlantic Holdings, LLC, a Maine limited liability company with a place of business in Portland, County of Cumberland, State of Maine, for consideration paid, grants to B & D CUSTOM PROPERTIES, LLC, a Maine limited liability company with a place of business in Auburn, County of Androscoggin, State of Maine, with QUITCLAIM COVENANTS, the land and buildings situated in the City of Waterville and Town of Winslow, in Kennebec County, Maine, and more particularly bounded and described on Schedule A attached hereto.

IN WITNESS WHEREOF, the said ATL Holdings LLC, has caused this instrument to be signed, acknowledged, and delivered in its name and behalf by Karen Nevers, its Asset Manager, hereunto duly authorized, this 9th day of March, 2004.

WITNESS:

ATL-HOLDINGS LLC

Karen Nevers
Its Asset Manager

STATE OF MAINE CUMBERLAND COUNTY, SS.

March 4, 2004

Then personally appeared the above-named Karen Nevers, Asset Manager of the said ATL Holdings, LLC, and acknowledged the foregoing instrument to be her free act and deed in her said capacity and the free act and deed of the said limited liability company.

Before me,

Notary Public

My Commission Expires:

LAURA KENDRICK Notary Public, Maine My Commission Expires March 19, 2009

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SCHEDULE A

44-102

37 Bellevue Street, Winslow, Maine:

PARCEL ONE:

A certain lot or parcel of land, together with any buildings and improvements located thereon, situate in Winslow, County of Kennebec and State of Maine, being more particularly bounded and described as follows, to wit:

Beginning at a stone monument set in the easterly line of Ash Street and ninety (90) feet northerly from the intersection on the easterly line of Ash Street and the northerly line of Cedar Street; thence northerly along the easterly line of Ash Street sixty (60) feet to a stone monument; thence easterly in a line parallel with the easterly line of Cedar Street ninety (90) feet to a stone monument; thence southerly in a line parallel with the easterly line of Ash Street sixty (60) feet to a stone monument; thence westerly in a line parallel with the northerly line of Cedar Street ninety (90) feet to the point of beginning.

The above named Ash and Cedar are merged into one street now known as Bellevue Street.

PARCEL TWO:

A certain lot or parcel of land with no buildings thereon, located on Bellevue Street, Winslow, County of Kennebec and State of Maine, bounded and described as follows, to wit:

Beginning at an iron pin driven in the ground in the easterly line of Bellevue Street, just forty-two and twenty-five hundreds (42.25) feet northerly from an iron pin driven in the ground in the northwest corner of land now owned by John B. Giroux; thence easterly in a line drawn through the middle of the house, now on said land, ninety (90) feet to an iron pin driven in the ground; thence southerly in a line parallel to the easterly line of Bellevue Street, forty-two and twenty-five hundredths (42.25) feet to a stone bound; thence westerly along the northerly line of land of said John Giroux ninety (90) feet to an iron pin driven in the easterly line of said Bellevue Street, forty-two and twenty-five hundredths (42.25) feet to the point begun at.

Being the southerly part of premises conveyed to the said Joachim Giguere and Josephat Quition by Henri J. Marcou and Theodore Pepin by deed dated May 16, 1921 and recorded in the Kennebec County Registry of Deeds in Book 594, Page 514 to which reference is made for a more particular description of said premises.

39-41 Bellevue Street, Winslow, Maine:

A certain lot or parcel of land, together with the buildings and improvements located thereon, situate in Winslow, County of Kennebec and State of Maine, being more particularly bounded and described as follows, to wit:

44-102

Beginning at a stone monument set at the corner formed by the intersection of the easterly line of Bellevue Street, formerly Ash Street, and the northerly line of said Bellevue Street, formerly proposed Cedar Street; thence northerly along the easterly line of said Bellevue Street, formerly Ash Street, ninety (90) feet to a stone monument set at the southwesterly corner of land formerly of Urbin Dugay; thence easterly along the southerly line of the land, formerly of said Dugay, ninety (90) feet to a stone monument set at the southeasterly corner of land, formerly of said Dugay and the westerly line of School House lot; thence southerly along the westerly line of the School House lot ninety (90) feet to a stone monument set in the northerly line of said Bellevue Street, formerly proposed Cedar Street and at the southwesterly corner of said School House lot; thence westerly along the northerly line of said Bellevue Street, formerly proposed Cedar Street ninety (90) feet to the point of beginning.

11 Elm Court, Waterville, Maine:

Certain lots or parcels of land situated in Waterville, County of Kennebec and State of Maine, with the buildings and improvements thereon, more particularly bounded and described as follows, to wit:

PARCEL I:

Beginning at an iron pipe sunk in the ground in the northerly line of Elm Court at its intersection with the westerly line of land, now or formerly of one Gilbert; thence running along the northerly line of said Elm Court westerly forty-nine and thirty hundredths (49.30) feet to an iron pipe sunk in the ground; thence running northerly seventy-three and fifty hundredths (73.50) feet to a post; thence running easterly thirty-seven and thirty hundredths (37.30) feet to an iron pipe sunk in the ground in the westerly line of said Gilbert land; thence running southerly along the westerly line of said Gilbert land seventy-two and thirty hundredths (72.30) feet to the point of beginning.

PARCEL II:

Beginning at an iron pin sunk in the ground in the northerly line of Elm Court and the southeasterly corner of land now or formerly of Bernard Fortin; thence running northerly on the easterly line of said Fortin's land seventy-two and thirty hundredths (72.30) feet to an iron pipe sunk in the ground; thence running easterly in a straight line about fifty (50) feet to an iron pipe sunk in the ground at the northwesterly corner of land now or formerly of Orison Cross; thence running southerly in the westerly line of said Cross land seventy-one and ten hundredths (71.10) feet to an iron pipe sunk in the ground in said northerly line of said Elm Court; thence running westerly along said northerly line of said Elm Court fifty (50) feet to the point of beginning; together with a right of way in common with others over and along said Elm Court.

Also, another lot in said Waterville, County of Kennebec and State of Maine, more particularly bounded and described as follows, to wit:

Beginning at an iron pin on the north side of land now or formerly of the Waterville Housing Authority, and which is located eighty-one and twenty hundredths (81.20) feet from the southeasterly corner of land now or formerly of Renald Cloutier as acquired in a deed from Rudolph A. Landry et al dated August 6, 1974 and recorded in the Kennebec County Registry of Deeds in Book 1754, Page 76, which point is on the west line of Belmont Avenue; thence N 57° 30' W a distance of fifteen and ninety-six hundredths (15.96) feet to an iron pin marking the northwesterly corner of land now or formerly of Waterville Housing Authority and the northeasterly corner of land now or formerly of Raymond Clukey; thence continuing N 57° 30' W a distance of fifty-two and eighty hundredths (52.80) feet to an iron pin set on the east line of Western Court; thence N 36° 01' E along the easterly side of Western Court, a distance of thirty-nine and eighty-one hundredths (39.81) feet to an iron pin; thence continuing northeasterly and easterly along a curved line, representing an extension of Western Court to Elm Court to an iron pin in the south line of Elm Court; thence S 57° 05' 18" E a distance of forty-two and eighty-one hundredths (42.81) feet along the south line of Elm Court to an iron pin; thence S 33° 10' 11" W a distance of fifty-nine and forty-one hundredths (59.41) feet to the point of beginning.

Being the same premises conveyed to Atlantic Holdings, LLC by Warranty Deed from Roland H. Grant, Trustee of The Grant Trust, a/k/a The Grant Family Trust, under Indenture of Trust dated July 14, 1977, and recorded in the Kennebec County Registry of Deeds in Book 7732, Page 138.

Received Kennebec SS. 03/16/2004 11:58AM # Pages 4 Attest: BEVERLY BUSTIN-HATHEWAY REGISTER OF DEEDS